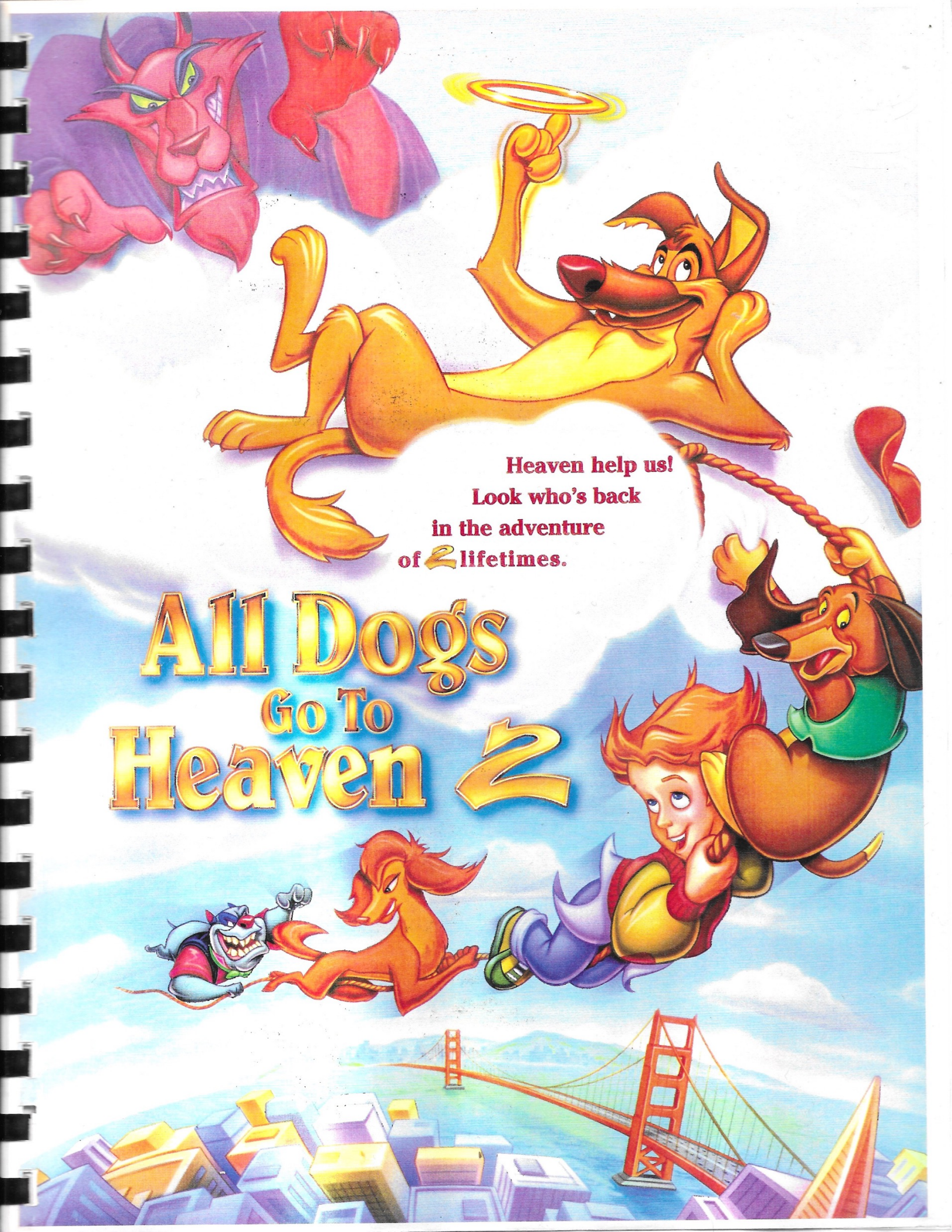

Heaven help us!
Look who's back
in the adventure
of 2 lifetimes.
All Dogs
Go To
Heaven 2

"All Dogs Go To Heaven II"

Story by
Kelly Ward and Mark Young

Screenplay by
Arne Olsen

Music and Lyrics by
Barry Mann and Cynthia Weil

MGM Animation

6/6/94

FADE IN:

EXT. ELYSIAN FIELDS/HEAVEN - DAY

Heaven as depicted in the most beautiful rendering imaginable. Billowy clouds create a magnificent, partially wooded alpine-looking paradise. All elements of the landscape (trees, rocks, hills) are sculpted from clouds with glorious vistas sweeping as far as the eye can see.

ROLL OPENING CREDITS

We HEAR a heavenly TRUMPET MELODY and then a moment later, the serenity is shattered as CHARLIE B. BARKIN, an angelic German Shepherd sporting a shiny halo, bounds into the middle distance and runs over, through and around the cloud formations, leaving a ruckus in his wake. Juxtaposed against the lofting trumpet aria, Charlie's in a rush to get some place.

MONTAGE:

(1) Charlie splashes through a peaceful FOUNTAIN, disrupting several DOG ANGELS lounging nearby.

(2) Establish a public dedication ceremony. An angelic bureaucrat, stands atop a small cloud platform before a CROWD OF DOG ANGELS. Beside the platform is some draped object. With a flourish, the bureaucrat pulls a golden cord, the drape rises and reveals a solid gold fire hydrant, studded with diamonds. The dog angels politely applaud then suddenly, Charlie barrels INTO SCENE, slams into the hydrant and causes a huge geyser of water to erupt from it. The bureaucrat gives Charlie a dirty look. He smiles mischievously, shrugs his shoulders and points UP (this is his "trademark" gesture) and o.s. The bureaucrat turns to see a magnificent rainbow appear from the water spray. He turns back to Charlie but he has gone - split.

(3) At an ABBEY-LIKE ARCADE, we SEE a long table where two dozen DOG ANGELS solemnly sit, quietly polishing halos. (Their wings are folded against their backs to suggest monks' cloaks) Suddenly Charlie bursts through a cloud archway, skids across the highly polished table and scatters the carefully positioned halos in all directions. Charlie emerges from the confusion holding one halo in his mouth.

END OF OPEN CREDITS

EXT. PEARLY GATES - HEAVEN - DAY - OTS GABRIEL

GABRIEL (a human angelic figure partially seen from the rear) is playing a MAGNIFICENT, GOLDEN VALVE TRUMPET. Over his shoulder, we SEE the closed PEARLY GATES set in a puff of clouds and in the BG there's a silver road leading off to a cloud mountain with Charlie's glorious RAINBOW rising above it.

Gabriel finishes the tune and sets the trumpet down on a magnificent MARBLE ALTAR and, as if by magic, a BEAUTIFUL CRYSTAL BELL JAR lowers to cover it.

TIGHTER ON PEARLY GATES

As Gabriel's final notes echo away, the Pearly Gates swing open. A handful of ANGEL DOGS step forward. Suddenly Charlie rushes IN and slams on the brakes. He SKIDS to a stop, KNOCKING OVER the gathering like so many bowling pins.

SAMOYED
Hey, what's the big idea?!

AFGHAN HOUND
Who IS this mongrel?!

CHARLIE
Sorry, folks. Have the newcomers arrived yet?

EXT. TUNNEL OF LIGHT - DAY

An overweight Dachshund, ITCHY, SHOOTS UP THROUGH A TUNNEL OF LIGHT. He holds a half eaten chicken leg.

ITCHY
What's going ONNNNNN?!

Other DOGS come SPIRALING UP behind him. Among them is an ELDERLY DOG, while ANOTHER DOG is quite disheveled, holding a crumpled license plate between his teeth.

EXT. PEARLY GATES / HEAVEN - DAY

The Samoyed brushes herself off indignantly.

SAMOYED
I know you from somewhere. (beat) Wait a minute! You're that CARD SHARK who tried to swindle my Rufus out of his BONE collection!

CHARLIE
Lady, I have FIVE Wiener dogs who'll swear I wasn't even near your cloud that day!

As Charlie slides discretely away from the Samoyed, we hear a SCREAMING JET SOUND -- suddenly the newcomer dogs come CATAPULTING THROUGH THE GATE. As they recover, they're greeted with hugs and kisses. Itchy gets up, chicken leg still in hand.

ITCHY
Where am I? What's happening?!

Charlie TWIRLS him around.

CHARLIE
Itchy, you old Dachshund you?!

ITCHY
Charlie!? Is that YOU?!

Charlie takes the chicken leg and passes it under his snout like a fine cigar.

CHARLIE
Gee, Itch, you shouldn't've.

ITCHY
Charlie, it is you!...but aren't you...you're supposed to be...(gulp) You're DEAD!!

CHARLIE
As a dog that eats chicken bones.

Charlie pops the whole leg into his mouth, munches and swallows.

ITCHY
(foreboding)
So that means...

Charlie sets a HALO above Itchy's head where it levitates. Charlie gestures grandly.

CHARLIE
Welcome to Paradise, Itch.

On all fours, Charlie leads Itchy off, but the dachshund's halo slips down over his bum. Itchy tries resetting it as he hurries to keep up with Charlie. They EXIT was we TIGHTEN to the shrine containing Gabriel's Horn.

TIGHTER ON THE HORN ALTAR

A beefy ANGEL BULLDOG, CARFACE, steps out of the shadows. He wears a flowing, white angel's robe and hood. He glances around furtively, then tippy-toes to the altar where he slips under a red rope and gazes at the Horn.

He rubs his paw together then takes hold of the protective bell jar -- KZWAAAAP! His hair stands on end, webs of ELECTRICITY SLITHER ALL OVER HIM.

CARFACE
YEOOOOWWWWCH!

Hopping up and down, he releases the jar back into position. He turns around to see his tail SMOKING.

CARFACE (CONT)
Blasted, rotten, stupid!

He BLOWS on his tail.

EXT. HEAVEN ROAD - ON CHARLIE & ITCHY - DAY

Charlie and Itchy stroll through heaven, passing assortments of silver dog bowls piled high with juicy-looking bones, and jewel-studded dog houses. In the BG we SEE ANGEL DOGS arcing elegantly through the air, catching Frisbees with angelic grace.

Itchy pats various parts of his body.

ITCHY
Charlie, I'm not Itchy!

CHARLIE
Funny, you sure look like him.

ITCHY
No, for the first time in my life I don't feel like scratching!

CHARLIE
This is heaven, Itch. All fleas go to...the other place.

Itchy sees two ANGEL DOGS FLYING PAST.

ANGLE DOG #1
How about we pop down to Seventh Heaven and catch an Angels' game?

ITCHY
WOW! Can everybody fly?!

CHARLIE
Believe me, it gets old fast.

Itchy's halo falls down over his bum and he resets it.

ITCHY
I'm gonna LIKE this place, Charlie.

CHARLIE
I used to say the same thing.

ITCHY
Whadda you mean?

We hear a MUSICAL INTRO.

CHARLIE (CONT)
It's hard to explain. This joint is supposed to be the best but it's too... I don't know... it's too...

Charlie starts SINGING "IT'S TOO HEAVENLY HERE". Charlie and Itchy walk through a sedate reading area where ANGEL DOGS are seated in over-stuffed cloud chairs, reading issues of "The Holy Times". They "shoosh" Charlie as he sings.

CHARLIE (CONT)
IT'S TOO HEAVENLY HERE
IT'S TOO PEACEFUL AND PARADISE LIKE
STRAIGHT AND NARROW AND MUCH TO NICE LIKE
ENDLESSLY SUNNY AND CLEAR
IT'S TOO HEAVENLY HERE

Charlie, nonchalantly walks through a thick pillar. Itchy, stymied, goes around the pillar to meet Charlie on the other side where they are framed against a beautiful, heavenly vista.

ITCHY
But Charlie, you can fly here and get cheese with every meal!

CHARLIE
Trust me, Itch. It ain't enough.

Charlie stands at a billowy precipice. He casually launches himself into the air and flies over the cloud chasm and lands on the other side. Itchy tries the same stunt, but being new at this maneuver, misses and has to scramble up the side of the cliff.

CHARLIE (CONT)
IT'S TOO BLISSFUL TO BEAR
CALM AND QUIET AND MUCH TOO MELLOW

EXT. - BACK ON CARFACE AT THE HORN ALTAR

Carface picks up a brass rope stand, and SMASHES the bell jar with it. He snatches up the Horn and scurries off.

CHARLIE (O.S./CONT)
ALL MY BRAIN CELLS HAVE TURNED TO JELLO
EVERYDAY FEELS LIKE A YEAR

EXT. - BACK ON CHARLIE & ITCHY

CHARLIE (CONT)
IT'S TOO HEAVENLY HERE

During the next refrain, Charlie approaches a refined ANGELIC POODLE DOG playing a harp. Charlie grabs it from him and starts working it like a Stratocaster.

CHARLIE
I NEED SOME ACTION, I NEED SOME JUICE
THAT CRAZY KIND OF FEELING OF PLAYING
FAST AND LOOSE
SOME RAZZLE DAZZLE AND A LITTLE
STRESS AND STRIFE
I GOTTA GET SOME LIFE INTO MY LIFE

The refined angel dog makes a face and grabs his harp away from Charlie. Next, Charlie scoops up some cloud and makes a pair of dice and rolls them.

CHARLIE (CONT)
BUT IT'S TOO HEAVENLY HERE
THERE'S NO WAY YOU CAN BE A SINNER
(rolls dice)
ROLL THE DICE, EVERYONE'S A WINNER

ITCHY
IT'S SO LEGIT AND SINCERE

CHARLIE
IT'S TOO HEAVENLY HERE

EXT. ON "HEAVEN SIDE" OF PEARLY GATES - DAY

During these lines, Carface rushes up to the Pearly Gates, Gabriel's Horn in hand. He takes off his halo, JAMS it between two bars, plants his foot on it and starts climbing over the top.

CHARLIE (O.S./CONT)
WHAT GOOD'S A HUSTLER WITHOUT A SCAM

I'M WASTED TALENT THAT'S ALL THAT I AM

EXT. - BACK ON CHARLIE AND ITCHY

Charlie and Itchy now find themselves standing in an endless expanse of cloud banks. There is nothing but clouds. It looks barren. Charlie gestures to make his point.

CHARLIE (CONT)
THIS OPERATOR IS AT THE WRONG ADDRESS
CAUSE THERE'S NOTHING TO FINAGLE
AND NO ONE TO FINESSE

Suddenly from the cloud bank directly in front of them, an ANGELIC CHOIR RISES UP into frame. Itchy steps up to sing with the choir.

ANGELIC CHOIR
IT'S SO HEAVENLY HERE
PURE AND PERFECT, SUBLIME AND SHINING

ITCHY/ANGELIC CHOIR
EVERY CLOUD HAS A SILVER LINING
ALL OF YOUR CARES DISAPPEAR

Charlie pushes his way through the choir and struts like a rapper.

CHARLIE
BUT CHECK IT OUT NOW
I'VE CHILLED ALL I CAN CHILL
PUMP UP SOME FUNKY MUSIC
I'M SICK AND TIRED OF STANDING STILL
THIS DOG HAS GOT A REP
I'M BAD, I'M MAD CAUSE I'VE BEEN HAD

ANGEL CHOIR
EVERYONE'S FULL OF GOOD CHEER
IT'S SO HEAVENLY HERE

Charlie gestures at the choir.

CHARLIE
THEY'RE ALL SO SAINTLY
I JUST CAN'T RELATE

ON OPPOSITE SIDE OF PEARLY GATES - CARFACE - DAY

Carface drops over the side of the Pearly Gate and sets the Horn down at the billowy edge of the cloud so he can remove his heavenly robe. He wads it up in a ball and kicks it o.s.

CHARLIE (O.S./CONT)
THERE'S GOTTA BE AN EXIT

THROUGH THAT PEARLY GATE

The Horn slowly teeters over the edge and plummets DOWN o.s. just as Carface turns and lunges for it.

CHARLIE (O.S./CONT)
BEHOLD THE CANINE WHO'S BEEN
CUT DOWN IN HIS PRIME
I MAY HAVE DONE THE CRIME...

Carface leans over the cloud's edge as the Horn PLUMMETING toward earth -- down towards SAN FRANCISCO below. Carface TAKES BIG and scowls as he swings his legs over the edge of the cloud, quickly lowers himself until only his fingertips are visible, lets go and drops DOWN O.S.

EXT. - BACK ON CHARLIE & ITCHY - DAY

CHARLIE (CONT)
BUT I CAN'T DO THE TIME

CAUSE IT'S TOO HEAVENLY HERE
ALL HALLELUJAHS AND HOSANNAS
IT COULD DRIVE ANYONE BANANAS
I'M GOING OUT OF MY HEAD
THIS JOINT IS DEADER THAN DEAD
I'LL GIVE YOU EIGHT TO THREE
IT'S TOO HEAVENLY...

With each "Hallelujah", one, then two...then three groups of choir members rise up out of the clouds. Then more and more angel dogs step in, golden hydrants, house and bowls filled with bones rise up out of the clouds to completely surround Charlie and Itchy.

ANGELIC CHOIR
HALLELUJAH. HALLELUJAH. HALLELUJAH.

CHARLIE AND CHOIR
TOO HEAVENLY HERE...!

Itchy looks around at the magnificent, heavenly multitude that now surrounds them.

ITCHY
Charlie, you might want to
rethink this.

We hear a COMMOTION, and the throng of dogs break formation to make way for a COLORFUL GLOWING AURA that floats down among them. ANABELLE, a beautiful Whippet, MATERIALIZES amidst the crowd.

ANGEL DOGS
(Ooohs, and aahhs)

ANABELLE
(with alarm)
Gabriel's Horn has fallen from heaven and landed somewhere in San Francisco.

ANGEL DOGS
(concerned mutterings)

REGINALD, a dignified-looking WELSH CORGI steps forward.

REGINALD
But if the Horn isn't played, no more dogs can get into heaven!

ANABELLE
Yes, Reginald. Since you are a Senior Grade Guardian Angel, I'm sending <u>you</u> back to earth to retrieve it.

Charlie's ears PERK UP.

CHARLIE
Back to earth?!

Reginald steps magisterially forward.

REGINALD
(English accent)
Anabelle, your ladyship, I would consider it a great --

Charlie ELBOWS his way to the front of the crowd.

CHARLIE
Hold it! Time out! You can't send REGGIE!

ANABELLE
Why not?

CHARLIE
Well LOOK at him for Heaven's sake!

He picks Reginald up by the scruff of his neck.

CHARLIE (CONT)
They got RATS down there bigger than him!

A bulking ST. BERNARD steps forward.

ST. BERNARD
I'll go, Anabelle!

Charlie thrusts Reginald at the St. Bernard, forcing him to hold the Corgi.

CHARLIE
We're talking the mean streets of FRISCO, here, Ace. Not Mount Happy Go Lucky!

A POINTER steps forward to volunteer.

POINTER
What about -- mmph!

Charlie takes the St. Bernard's halo -- CRAMS IT around the Pointer's snout, silencing him.

CHARLIE
Fact is, you're gonna need somebody who's been around the block a time or three. Somebody who can talk the talk, walk the walk. Somebody who's --

ANABELLE
-- just like you.

Charlie's mouth drops open, then he registers his trademark mischievous smile.

CHARLIE
ME?! Well, I dunno. I mean I'd have to check with my people and get back to you. Oh, what the heck! I'll DO IT!

Anabelle regards him suspiciously.

ANABELLE
How do I know I can TRUST you, Charlie Barkin?

CHARLIE
Trust? That's my middle name! If you dial 1 900 TRUST, guess who answers the phone?

ANABELLE
You PROMISE you'll go after the Horn and come right back?

CHARLIE
Hey, have I ever let you down before? Don't answer that! Look, I know the Bay City like the back of my PAW! Annie girl, I'M-YOUR-DOG!

The throng readily agrees. Anabelle contemplates a moment.

ANGEL DOG THRONG
(Mumbles of agreement)

ANABELLE
I believe you, Charlie. Maybe you are good for something other than making a NUISANCE of yourself.

CHARLIE
Great...I'll be in touch!

As Charlie starts to EXIT, Anabelle grabs his halo and pulls it back towards her, jerking him back into place like a magnet.

ANABELLE
Hold it, Charlie! To find the Horn, follow your ears. It gives off a heavenly tone that only angels can hear.

CHARLIE
Only angels can hear it. Catch ya later...

Charlie starts to leave once again; and once again is pulled back by Anabelle.

ANABELLE
Use your angelic powers wisely. They're only for emergencies.

CHARLIE
No frequent flying...got it.

ANABELLE
Charlie, this is serious. If the Horn falls into the wrong hands it could spell disaster for us all.

CHARLIE
You can count on me.

ANABELLE
I know. But just in case, I'm sending Itchy along to keep an eye on you.

ITCHY
But I just GOT here!

Anabelle waves her paw -- a CHURNING WHITE TORNADO materializes, SWEEPS CHARLIE AND ITCHY UP.

ITCHY (CONT)
I've got flying lessons after lunch....WHOOAAH!

ANABELLE
Bring back the Horn, Charlie. Otherwise there'll be HEAVEN to pay!

The boys are spun DOWN THROUGH THE CLOUDS.

EXT. CASTRO STREET / SAN FRANCISCO - DAY

We see a San Francisco street with colorful Victorian homes and the pyramid shaped TransAmerica building rising up in the b.g. Suddenly a SWIRLING TORNADO appears!

CHARLIE
INCOMING!

Charlie and Itchy CRASH LAND on the sidewalk. Itchy lands on his bum and spins around several times before he gets up and WOBBLES.

ITCHY
You'd think they could afford a chair lift or something.

Charlie takes in his surroundings with glee.

CHARLIE
Look at this mess, Itch!
Trash! Exhaust fumes!
Graffiti! (arms outstretched)
We're HOME!

Itchy starts SCRATCHING himself furiously.

ITCHY
Yeah, you're telling me!

Charlie sticks his muzzle in the air.

CHARLIE
Hello. (SNIFFING) Double-chili cheeseburger with extra onions and pickles!

Charlie starts to take a step before Itchy RACES IN to grab him -- holding him back.

ITCHY
No, Charlie! We find Gabriel's Horn and then it's STRAIGHT back to heaven!

CHARLIE
Come on, Itch. Even angels gotta eat!

The air is filled with the sound of an ELECTRIC GUITAR.

CHARLIE (CONT)
You hear that? It's the Horn!

ITCHY
Doesn't sound like any HORN to me.

Charlie is already out of earshot.

ITCHY (CONT)
(efforting)
CHARLIE!!

Itchy try's to catch up but he keeps TRIPPING over himself because he's so busy SCRATCHING.

EXT. ALLEY RESTAURANT - DAY

Charlie and Itchy pass a patio restaurant where a HUMAN BAND is playing and HUMAN COUPLES are dancing on a small dance floor. Japanese paper lanterns are strewn between lamp posts, flowers adorn every table.

There's a fence, and beyond that is a half-sized replica of the patio restaurant. This restaurant has a DOG BAND playing and DOG COUPLES dancing on the small dance floor.

A MALTESE is on stage, SINGING waaay off key. There's a sign above him that reads: "TALENT CONTEST TODAY."

MALTESE
(sings corny vaudeville tune)

Charlie makes a bee-line for a table where a few DOGS are playing cards.

CHARLIE
All right, boys. Name your game. Poker? Double deuce? Fifty-two card pick up? Just yanking your leash.
(he spots the bar)
Hold that thought.

He approaches the bar, Itchy trailing him.

CHARLIE
How about a frosty one for the Chuckmeister!

The BARTENDER ignores him. Charlie waves his paw.

CHARLIE (CONT)
Yo! Sparky!

The bartender is oblivious to him.

CHARLIE (CONT)
Hey, what am I...invisible?

ITCHY
They're a bunch of snobs, Charlie. Let's get out of here.

Charlie spots a mug of beer on the counter, reaches for it -- his PAW PASSES RIGHT THROUGH IT.

CHARLIE
What the HECK?!

Charlie sees the bartender pouring beer from a tap. He races to the end of the bar, makes a RUNNING LEAP -- SLIDES DOWN THE BAR PASSING THROUGH DOZENS OF BOTTLES AND GLASSES. He stops at the tap, sticks his head underneath it where the barkeep is pouring a draft. The beer pours into Charlie's mouth and OUT THE BACK OF HIS HEAD, filling the mug held beneath.

CHARLIE (CONT)
You gotta be kidding me.

ITCHY
Charlie, we're GHOSTS!

Charlie gets up, looks in the mirrored wall. He has no reflection.

CHARLIE
Anabelle!

Charlie looks up and shakes an angry fist skyward.

CHARLIE (CONT)
Of all the rotten tricks!

The Maltese finishes his song and there's a weak smattering of APPLAUSE. A LABRADOR gets up on stage.

LABRADOR
And now let's have a warm round of applause for our next contestant, Miss SASHA LA FLEUR!

There's another smattering of APPLAUSE. The lights go down and a SPOTLIGHT hits the stage. A drop-dead gorgeous Samoyed struts out. Charlie freezes, a smitten look on his face. SASHA slinks through the bar, singing "MY KIND OF MAN."

SASHA
MOST WOMEN SIT BACK WAITING
FOR THE PERFECT MAN
THEY'RE HOPING MR. RIGHT WILL COME ALONG
BUT "PERFECT" DOESN'T FAN MY FLAME
AND MR. RIGHT WOULD BE TOO TAME
THIS WOMAN'S OUT THERE SEARCHING
HIGH AND LOW FOR MR. WRONG

This is for all you handsome hounds out there.

As if in a trance, Charlie steps off the bar, drops through the air and HITS THE FLOOR WITH A THUD.

ITCHY
You okay, Charlie?!

Charlie is oblivious to Itchy as he picks himself up, approaches Sasha longingly.

SASHA
MY KIND OF MAN'S GOT A BAD ATTITUDE
HE'S A DANGEROUS DOG
A SMOOTH TALKING DUDE

Charlie walks up to her and she PASSES RIGHT THROUGH HIM.

SASHA
HE ISN'T TOO SMART
JUST AN AVERAGE I.Q.

BUT I'M GONNA TEACH HIM A THING OR TWO

Now several WAITRESSES gather.

WAITRESSES
CAUSE HE'S MY KINDA, MY KINDA, MY KINDA,
MY KINDA MAN.

Sasha SCRATCHES a GREAT DANE'S chin -- his foot starts THUMPING uncontrollably.

SASHA
OOH JUST YOU WAIT AND SEE NOW.

WAITRESSES
YEAH HE'S MY KINDA, MY KINDA, MY KINDA,
MY KINDA MAN.

During the next refrain, Charlie TRANSFORMS INTO A STUD with gold chains, sunglasses, snake skin boots and a tooth pick between his teeth. He struts around in front of Sasha but of course she doesn't notice him.

During the next refrain, Charlie TRANSFORMS INTO A GREASER, with slicked back hair and a leather jacket. He struts around, combing his hair.

SASHA
MY KIND OF MAN LIKES TO LIVE ON THE EDGE
BEFORE HE'D SETTLE DOWN
HE'D GO RIGHT OFF THE LEDGE
TOO CRAZY TO KNOW
WHAT COMMITMENT'S ABOUT
IT'LL BE MY PLEASURE TO STRAIGHTEN HIM OUT.

WAITRESSES
CAUSE HE'S MY KINDA, MY KINDA, MY KINDA,
MY KINDA MAN.

SASHA
YEAH, I'LL STRAIGHTEN HIM OUT.

Sasha blows a kiss to a BASSET HOUND smoking a cigar. The hound GULPS, accidentally swallowing the cigar. SMOKE pours from his ears as he continues to gape.

SASHA
OO POOR BABY
THIS LADY ALWAYS GUARANTEES
SHE'LL BRING HIM TO HIS KNEES
OO NO MATTER WHO HE MAY BE
WHEN YOU'RE IRRESISTIBLE
MEN ARE JUST SO TWISTABLE

She gives one dog a scratch on the tummy -- his body turns to liquid and he SLIDES out of his chair like a wet noodle.

SASHA (CONT)
HE COULD BE YOU, YOU JUST MIGHT BE THE ONE
I CAN TELL BY YOUR EYES
YOU'RE A SON OF A GUN

Charlie, as himself, is directly in front of Sasha again and she seems to be looking right at him.

SASHA
BUT I'LL TURN YOU AROUND
IF ANYONE CAN
AND YOU'RE GONNA LOVE IT
IF YOU'RE MY KIND A MAN

Charlie holds his arms out to embrace her, once again she PASSES RIGHT THROUGH HIM.

WAITRESSES
YEAH, YOU'RE MY KIND, MY KINDA, MY KINDA,
MY KINDA MAN.

SASHA
SO IF YOU'RE SERIOUSLY BAD

CHARLIE
Oh, I'm badd.

SASHA
AND YOU'VE DRIVEN OTHER WOMEN MAD.

CHARLIE
Oh, how'd you know? I have!

WAITRESSES
YEAH YOU'RE MY KINDA, MY KINDA, MY KINDA,
MY KINDA MAN.

SASHA
YOU JUST MIGHT FIGURE IN MY PLAN

CHARLIE
Take me, I'm yours!

SASHA
YOU SOUND JUST LIKE MY KINDA MAN

The song ends and everybody CHEERS WILDLY. Itchy approaches Charlie.

CHARLIE
Now Itch...<u>that's</u> an angel!

ITCHY
Forget it, Charlie. She can't SEE you.

CHARLIE
You don't understand! My heart is beating a million miles an hour! I can hardly breathe!

ITCHY
Maybe it was just the change in altitude. My ears popped, did your ears pop?

CHARLIE
I HAVE to meet this woman!

ITCHY
(wistful)
But Charlie...you're an angel.

Charlie looks like he's about to explode.

CHARLIE
Quit reminding me!

CARFACE(O.S.)
Hey, I thought you were outta circulation, Charlie.

Charlie puts a paw to his heart as he gazes at Sasha.

CHARLIE
Naw, my circulation's fine.

Charlie suddenly realizes someone spoke to him. He and Itchy whirl around as Carface JUMPS down from a fire escape.

CARFACE
How goes it, Mr. Barkin?

ITCHY
CARFACE!?

CARFACE
Itch. It's been a long time.

ITCHY
Not long enough!

CARFACE
Hey, let's let bygones be bygones.

CHARLIE
How'd you get out of heaven?!

CARFACE
Clerical error. How `bout yourself?

CHARLIE
Oh, I pulled a sweet little con.

A WIRE-HAIRED TERRIER walks past with a box of cigars.

CARFACE
Gimme a smoke.

CHARLIE
He can't hear you.

The Terrier hands Carface a cigar.

TERRIER
That'll be forty cents, Carface.

Carface FLIPS him two coins.

CARFACE
Keep the change.

Charlie and Itchy are stunned.

CHARLIE
HOW?!...

Carface gestures to the collar around his neck.

CARFACE
As long as I'm wearing dis baby, I'm flesh and blood.

CHARLIE
(ecstatic)
Where'd you get it?!

CARFACE
An old buddy of mine sells `em. Wanna meet him?

Charlie looks over at Sasha then whips back around to address Carface.

CHARLIE
You coming, Itch?

ITCHY
Wait a minute, Charlie! This is the guy who bumped you off. He's poison!

Carface inhales then blows SMOKE into Itchy's face, causing him to HACK and WHEEZE.

ITCHY
(coughs and wheezes)

CARFACE
(to Charlie)
And here I thought you wanted to meet the lovely lady! I guess I was mistaken.

Charlie pulls the gagging Itchy closer.

CHARLIE
(under his breath) I can handle this guy, Itch!
(louder) Where to, Carface?

Itchy exhales one final little cloud of smoke.

CARFACE
Red's gonna be real happy to meet ya, Charlie.

Charlie and Carface head out the door, Itchy catches up to them.

ITCHY
Charlie, (coughs) wait...!

EXT. ELDRIGE STREET - DAY

Charlie, Itchy and Carface head through a rough part of town. There's lots of dilapidated buildings and vacant lots. They approach an old shop, Charlie reads the sign above the door.

CHARLIE
"Red's Curios, Psychic Readings and Trophies." (beat) Hey, Itch, we can get our palms read and bronzed at the same time.

Carface ushers Charlie and Itchy into the shop.

CARFACE
You'll love Red. He's into all kindsa "mumbo jumbo". He can make these magic collars, see ghosts, all sorts a things.

INT. RED'S CURIOS - DAY

The trio move through the cluttered store. It's filled with the most bizarre assortment of knickknacks imaginable. There's mummified bats, an Indian Headdress, an antique rocking horse and a Byzantine vase to name a few.

CARFACE (CONT)
Hey, Red. You got customers.

We hear a HACKING sound as a feeble old dog appears. This is RED.

RED
Hello, hello.

CARFACE
This here's my friend...

RED
(completing)
...welcome, Charlie. Itchy.

Carface leans closer to Charlie and whispers.

CARFACE
(whispers)
See? Da guy's a "medium".

CHARLIE
Looks like an extra small to me.

CARFACE
They've come to do a little shopping.

Itchy SNEEZES.

ITCHY
Are there cats around here, or what?

RED
Cats?! Oh, good heavens, no! (Itchy SNEEZES again) So, what're you in the market for? Don't tell me!

Red holds up a paw, closes his eyes.

RED (CONT)
Let's see. You're searching for...I see...DICE! No...I see... is that a straight flush?!

Charlie and Itchy exchange looks.

CARFACE
Actually, they just come for one of your special collars.

RED
Is THAT all?

Red picks up several collars, and casually tosses them over.

RED (CONT)
Why didn't you just SAY so?!

ITCHY
(suspicious)
Hold on a minute. What's your angle, old man?

RED
(innocently)
Angle? Any friend of Carface is a friend of mine. (beat) Of course there is one small thing.

ITCHY
I KNEW it!

RED
The collar is only good until sundown. After that, you'll be invisible again.

CHARLIE
That's all the time we'll need.

He stands before a mirror, slips on the collar and magically APPEARS. We SEE Red's and Carface's reflections in the mirror.

CHARLIE (CONT)
Now who's THAT handsome... devil?

Carface REACTS to the reference and Red elbows him to settle. Red ushers Charlie and Itchy out of the store.

RED
Go on, boys! Enjoy yourselves.

CHARLIE
Thanks, Red. I owe you one.

As he heads for the door, Itchy winds up for one last monster SNEEZE.

ITCHY
(SNEEZE)

Red watches Charlie and Itchy exit. A moment passes and he starts CACKLING.

RED
You have no idea.

Red opens a HUGE DUSTY BOOK on the counter, and with a quill pen, scratches in the names CHARLIE BARKIN and ITCHY ITCHIFORD.

CARFACE
Can we make some prank calls now? Or how about we make one a those stink bombs!

RED
SILENCE!

Red lifts the book and tosses it to Carface, who struggles under its weight.

RED (CONT)
If I told you once, I told you a THOUSAND times! No more of this entry level wickedness.

(prancing about)
If this works, I'll be promoted to V.P. Who knows, I might even make Executive in Charge of Procurements.

Carface loses his struggle with the large book and SLAMS into a bookshelf where books and curios TOPPLE DOWN ON TOP OF HIM.

CARFACE
(under his breath)
Blasted, rotten, stupid.

RED
(whirling around)
What was that?!

Carface becomes the picture of innocence.

CARFACE
Gas.

RED
Charlie's in my control and he doesn't even know it. By sunset, I'll have...Gabriel's Horn!

Carface is just getting out from under the pile of junk.

CARFACE
Why can't we just get it ourselves, boss?

Red casually knocks the bookcase, causing one more book to topple and bonk Carface on the noggin.

RED
Because only ANGELS can hear its heavenly tone you flea-infested mongrel!

CARFACE
But I'M an angel!

RED
Not anymore. You're working for me, remember?

Red starts SINGING A SONG about how wonderful it is to be evil. Carface joins in as his less-than-apt apprentice-flunky.

As Red sings, HORNS BURST THROUGH HIS FOREHEAD. His tail starts GROWING and a red pointed arrow POPS OUT at the end. His old yellow teeth EXPAND into glistening, RAZOR SHARP FANGS. PLINK, PLINK, PLINK -- one after the other, long whiskers sprout from his snout. Red is METAMORPHOSING into a HUGE, DEVILISH-LOOKING RED CAT.

Dancing about the shop, Red uses the odd assortment of curios to illustrate his point of view on how good it is to be bad.

He holds up a paw. KATCHINK -- OUT POP five dagger-like claws. He SHREDS A SOFA TO PIECES. He rubs his back against various objects and PURRS. He cleans himself with his tongue. He sees a fly BUZZING around and SNATCHES it out of the air and swallows it.

At song's end, Red holds aloft the book in which he wrote Charlie's and Itchy's names. Engraved on the cover is the word, TROPHIES.

EXT. BACK ALLEY RESTAURANT - DAY

Sasha is standing before a desk where a gruff looking BADGER DOG is handing her a few bones. Sasha looks upset.

BADGER DOG
You won the contest, is there a problem?

SASHA
I come in first place and my prize is a few crummy BONES!?

BADGER DOG
Hey, if it's a Grammy you're looking for you're singin' in the wrong joint.

Sasha marches off in a huff.

BADGER DOG (CONT)
Coupla lousy tunes and suddenly they think they're Lassie.

Charlie bounds into the restaurant, Itchy trailing behind him.

CHARLIE
Please tell me she's still here!

He glances about, spots Sasha approaching a buffet, breathes a huge sigh of relief.

CHARLIE
(sigh)

He confidently adjusts his new collar.

ITCHY
This is gonna be fast, right?
We gotta Horn to find.

A WAITRESS passes by with a tray of drinks -- Charlie swipes a foamy mug and toasts Itchy.

CHARLIE
To the hair of the dog.

He downs half the glass, looks at Itchy.

CHARLIE (CONT)
BUUUUURRRRPPPP
(Charlie blushes)
Boy, I <u>have</u> been away too long.

He wipes his mouth with his forearm then sets the mug aside and approaches Sasha, who is discreetly filling a sack with goodies.

CHARLIE (CONT)
A little snack for the road?

SASHA
Look, I'm kind of busy right now.

CHARLIE
The name's Barkin, Charlie B. Barkin. And you are....?

She moves to the other end of the table and Charlie follows her.

SASHA
None of your business.

Itchy comes to the rescue.

ITCHY
Lady, my friend just wants a quick dance.

SASHA
Pass.

CHARLIE
I'm new in town and...

SASHA
Do I have to engrave it on a dog collar for you? Leave me alone.

Sasha turns on her heel and struts off as Itchy leans closer to Charlie.

ITCHY
Well, you tried Charlie, let's go, huh?

CHARLIE
She's just playing hard to get.

He scrambles after her. Itchy shakes his head dismally then looks skyward.

ITCHY
(sigh) I'm NEVER gonna get back to heaven.

Itchy races to catch up with Charlie.

EXT. TELEGRAPH AVENUE - DAY

Charlie and Itchy race down Telegraph Avenue with all its shops and sidewalk cafes.

ITCHY
Charlie, you're not forgetting the Horn are you?!

CHARLIE
The what?

They go charging around a corner, KNOCKING OVER A DELIVERY MAN and sending BOXES FLYING!

DELIVERY MAN
Watch it, dumb dogs!

EXT. CALIFORNIA STREET - DAY

The dogs race across California street. There's a DING, DING, as a street car ROLLS STRAIGHT FOR CHARLIE!

ITCHY
CHARLIE, LOOK OUT!!

Itchy TACKLES him and they TUMBLE CLEAR.

ITCHY (CONT)
You're gonna get yourself KILLED!

CHARLIE
Nah, been there, done that.

They race around a corner.

EXT. MATHER'S STREET - DAY

The boys rush up a steep hill. Up ahead, Sasha takes a turn into an ALLEYWAY. They charge after her.

EXT. ALLEY - DAY

It's a dead end alley cluttered with boxes and garbage. Sasha approaches a cardboard box, empties the food out of her sack. Charlie and Itchy appear. Charlie puts on that confident smile and approaches Sasha.

CHARLIE
Well, we meet again. Twice in one day, I think we're meant to be.

Sasha whips around, growls and bares her teeth.

SASHA
(growls) How DARE you follow me!

ITCHY
Charlie, let's not bother the lady.

CHARLIE
Just give me five seconds, I'm (sings) YOUR KINDA MAN.

SASHA
Look, I've got a KID!

CHARLIE
I'm good with kids.

Itchy rolls his eyes.

ITCHY
Oh boy...

SASHA
And I thought your breed was supposed to be bright.

DAVID (O.S.)
(sleepy yawn)

A sleepy eight year old HUMAN BOY, DAVID, emerges from the box. He's undersized with scruffy hair and dirty over-alls.

CHARLIE
(surprised)
Oh, you gotta a KID, kid?!

David rubs his tired eyes in confusion.

DAVID
Who said that?!

Charlie raises his paw.

CHARLIE
Guilty. Now don't flip out, little guy.

Overwhelmed, David backs up against the brick wall. His legs might give out under him any second.

DAVID
You...you can TALK?!

CHARLIE
Talk, walk and chew kibble all at the same time.

Sasha rushes protectively to David's side.

SASHA
(barks to Charlie)

CHARLIE
(to Sasha)
Of course he can understand me.

David's eyes widen in disbelief.

DAVID
Holy COW!

CHARLIE
Holy dogs, actually. I'm Charlie and he's Itchy.

Itchy waves Charlie off.

ITCHY
Don't drag me into this.

David's eyes widen even larger.

SASHA
(growls)

Sasha bites onto David's pant's leg and starts to pull him away from Charlie and Itchy. They've got to get out of there! Charlie looks distressed at their reaction.

CHARLIE
No, no...I didn't mean to scare you.

Sasha and David break into a run. Charlie sprints around and cuts them off.

CHARLIE
Wait kid...I'm a good guy.

SASHA
(barks and snarls to Charlie)

CHARLIE
(to Sasha)
The truth? I'm an angel.

David reacts. He has a quizzical look on his face.

DAVID
No way, you're just a trick dog!

CHARLIE
Oh yeah? Watch this.

Charlie leaps into the air and performs spectacular aerial maneuvers. He glides, rolls, fishtails and does a few loops before going into a Kamikaze dive, and coming to a screeching halt right in front of David. He casually steps back down to the ground.

ITCHY
This has got to be against some rule.

CHARLIE
Still not convinced...?

Gestures like a magician, "nothing up my sleeves". In the next instant, Charlie sweeps Sasha up into his arms like Rhett Butler grabbing Scarlett O'Hara. Before Sasha can react, Charlie plants a big wet one on her. Magical, sparkle-dust bursts from their kiss.

Sasha wiggles free and wipes her mouth of Charlie's kiss. Suddenly David can understand her.

SASHA
You are the most arrogant, pompous, presumptuous, MUTT I have ever had the misfortune of meeting!

DAVID
She can talk too!

Sasha reacts by clamping her forepaws over her mouth.

DAVID
(to Charlie)
You really are an angel!

Itchy grabs Charlie and hauls him down to his level.

ITCHY
You were only supposed to do that in an emergency!

CHARLIE
Seemed like an emergency to me, Itch.

David breaks into a big smile and hugs Charlie.

DAVID
My very own guardian angel!

Both Sasha and Charlie react at the same instant.

CHARLIE/SASHA
Your what...?

ITCHY
(to himself)
If we weren't already angels, Anabelle would kill us!

Charlie recovers and glances at Sasha.

CHARLIE
Right kid. I'm your guardian angel.

DAVID
Sent here because I ran away from home, right?

SASHA
Ran away?! I thought you were LOST!

He pulls out a handbill.

DAVID
And this is where I'm going.

INSERT - HANDBILL

The headline reads: "GAMBINO'S TRAVELING MAGIC SHOW." There's a picture of a Magician wearing a sweeping purple robe. To his left is a beautiful Princess, to his right is a Dark Knight mounted on a black Stallion.

CHARLIE (O.S.)
Gambino's Traveling Magic Show?

BACK TO SCENE

SASHA
But why'd you run away?

CHARLIE
Yeah, why?

DAVID
Well, you're my guardian angel, don't you know?

ITCHY
I want to hear this.

CHARLIE
Of course, silly me. It's school... No. Bullies... No. You're having problems at...home?

DAVID
With my new Mom.

CHARLIE
(to Itchy)
(sigh) Got it.

DAVID
I like her okay...but she doesn't like me.

SASHA
David, you're too young to run away. Tell me where you live.

DAVID
No, I'm NEVER going home again! (to Charlie) I'm going to join Gambino's Magic Show and Charlie's here to help me.

SASHA
(to Charlie/under her breath)
Let him down easy.

CHARLIE
I'll do it.

SASHA
What!? That's it! David -- who are you going to listen to? Him or me?

David puts his arms around Charlie.

SASHA
Fine. Good luck. You'll need it.

Sasha starts to leave.

CHARLIE
(panicked)
Sasha, WAIT! You can't leave! I'm getting further instructions...

Charlie cocks his ear and looks skyward.

CHARLIE (CONT)
That you, Sasha, are part of David's destiny. Like it or not you have to stay with us.

As Charlie talks, Itchy is rolling around on the ground in disbelief, galled by Charlie's brazen deception.

Sasha looks at David a moment, then turns to Charlie.

SASHA
Okay, but it's only because I care about David.

DAVID
This is going to be great!

David runs behind the box, returns with his bike.

DAVID (CONT)
Let's go!

He climbs on his bike and pedals off.

CHARLIE
As a guardian angel, I have room for one more client. Interested?

SASHA
Don't push it.

Sasha, followed by Charlie and Itchy race off after David.

EXT. INGLEWOOD STREET - DAY

The group moves up a street, Charlie and Sasha a few yards behind Itchy and David. Charlie can't take his eyes off Sasha.

CHARLIE
So...where you from?

Sasha gives him an icy glance.

SASHA
Here and there.

CHARLIE
No kidding? I just passed through that way last week.

SASHA
Look, angel or not, the LAST thing in the world I need is another fast talker selling me a lot of empty promises.

CHARLIE
But back at the club, your song..."looking for a son-of-a-gun"? That's me!

SASHA
That was a SONG. Just a song.

The group passes a brick building and we HEAR a single MELODIC NOTE from a trumpet.

Charlie and Itchy suddenly stop in their tracks. Their eyes, go wide. Neither Sasha nor David hear anything.

ITCHY
Charlie, it's beautiful!

CHARLIE
I hear it too, Itch!
Gabriel's Horn.

Itchy and Charlie turn to look over at a POLICE STATION which is down the street. A couple of POLICE CRUISERS are parked in front and SEVERAL POLICE OFFICERS enter and exit through the main doors.

ITCHY
It's coming from inside that police station.

CHARLIE
Somebody must've turned it in.
(to Sasha and David)
You guys hold up a minute.

Charlie trots over and up the stairs leading into the station.

DAVID
Where's Charlie going?

ITCHY
Confidential guardian angel business. He'll be right back.

EXT. POLICE STATION ENTRANCEWAY - CONTINUOUS

Charlie sits innocuously in front of the heavy glass doors displaying the SAN FRANCISCO POLICE INSIGNIA. Playing the role of a dumb dog, Charlie happily pants and wags his tail as a COUPLE OF HUMAN COPS exit the station.

Seen from the waist down, COP #1 pats him on the head and then moves on down the steps. Charlie times it perfectly and bolts through the front door just as it's closing.

INT. POLICE STATION FOYER - CONTINUOUS

Benches line the wall opposite the reception desk where OFFICER McDOWELL sits, hard at work filling out paperwork. Beside him sits OFFICER SWEENY who has his feet up on his desk. He is reading a National Inquirer-type paper. The benches are full of people waiting to talk to the officer on duty. Among them, sits a YOUNG COUPLE, CLAIRE and THOM HART. Beside them, on the floor rests a LARGE CARDBOARD BOX.

We find Charlie creeping along on his belly, military-style beneath one of the benches, hidden behind an odd assortment of legs. He is momentarily hidden by the cardboard box as we hear:

OFFICER REYES (O.S.)
Mr. and Mrs. Hart? I'm Officer Reyes, we spoke last night on the phone.

With that, the Harts stand and Mr. Hart picks up the box, exposing Charlie in his hiding place. Our hero freezes as the Harts exit with OFFICER CONNIE REYES, an Hispanic police officer. Charlie scurries out from beneath the bench.

ANOTHER ANGLE

Officer Sweeny lowers his newspaper and addresses McDowell.

OFFICER SWEENY
This is incredible, McDowell. Get this: "Man finds Genie in his vacuum cleaner."

OFFICER MCDOWELL
When are you going to stop believing that clap trap, Sweeny? That's why everyone's afraid to ride in a car with you.

Charlie peeks up from behind McDowell and leans forward.

CHARLIE
Uh, sergeant, where's "Lost and Found"?

Without turning, McDowell indicates some direction.

SERGEANT MCDOWELL
Room 112, just through the squad room.

CHARLIE
Thanks, pal.

SWEENY
There's more to this stuff than you know, McDowell!

INT. POLICE SQUAD ROOM - OFFICER REYES AND THE HARTS

Typical police squad room activity. Claire and Thom Hart are seated in front of Officer Reyes' desk.

CONNIE
We haven't had any word about David, but it's only been a few hours.

THOM
We're worried sick.

CLAIRE
(to Thom)
It's all my fault, I just know it.

THOM
Claire, it's not easy being an instant mom.

Claire turns to Connie.

CLAIRE
I'm David's new stepmother.

We see Charlie working his way through the squad room, peeking out from behind waste baskets, a Xerox machine, file cabinets, etc. He successfully runs the gauntlet and ducks into Room 112.

CONNIE (O.S.)
The San Francisco police have one of the best "missing persons" records. We take our work very seriously. We'll find David.

BACK WITH CONNIE, THOM AND CLAIRE

CLAIRE
Well, these should help you.

Claire reaches into the cardboard box then hands Connie a small poster with David's picture on it.

THOM
She couldn't sleep last night so she made these up on the computer.

CLAIRE
If eight thousand aren't enough I can print more.

INT. LOST & FOUND ROOM 112 - ON CHARLIE

Charlie is in the room by himself. The Horn's heavenly tone draws him over to a wall of chain-link fence that divides the room. Behind the security fence are dozens of shelves filled with a wide assortment of lost-and-found items. Charlie spots Gabriel's Horn. It glows slightly. Suddenly, we hear:

DESK SERGEANT MCDOWELL (O.S.)
Hey, who let a dog in here!?

A hand reaches in and grabs Charlie by the collar. He is yanked o.s.

EXT. POLICE STATION

The front door suddenly bursts open. Desk Sergeant McDowell heaves Charlie out. Our hero FLIES THROUGH THE AIR and LANDS unhurt at the bottom of the stairs.

GRASSY AREA - ON DAVID, SASHA & ITCHY

This area is adjacent to the police station. Our heroes are concealed by the shrubbery. Charlie ENTERS on all fours. He sits and rubs his bum.

CHARLIE
To protect and to serve, huh?

SASHA
What does all this have to do with David?

The dogs, concealed by the shubbery and huddled with their backs to the station's front door can't see Connie, Thom and Claire exit the station. Thom and Claire shake Connie's hand then exit down the street.

CHARLIE
Trust me, Sasha, it's all part of the big plan.

ITCHY
What big plan?

Itchy scratches nervously.

CHARLIE
It'll come to me. I'll be back before you can say "hallelujah"!

Charlie slips his collar off and POOF, he becomes TRANSPARENT. David and Sasha look around, they obviously can't see Charlie now.

DAVID
Wow!

Charlie levitates in mid-air, then FLIES o.s.

INT. LOST AND FOUND / POLICE STATION - DAY

We see the transparent Charlie fly right through the wall, into the room and then through the chain-link divider. He levitates in front of the shelf holding the Horn.

CHARLIE
Come to Charlie.

Charlie grabs the Horn in his mouth then confidently glides across the room but comes to a sudden halt when he hits the fence. The Horn, being solid, won't pass through the wire. Charlie tries several more times -- CLANK, CLANK, CLANK. The Horn falls to the floor.

CHARLIE (CONT)
Man, who said it was easy being an angel?

EXT. GRASSY AREA - DAY

Itchy, Sasha and David are waiting outside the police station. Sasha paces.

SASHA
What's taking him so long?

The transparent Charlie ENTERS, puts on his collar and POOF! APPEARS an inch away from Sasha.

CHARLIE
Miss me?

SASHA
Yeah, like I miss the pound.

ITCHY
Charlie, didn't you forget something?

CHARLIE
I had a little trouble. We're gonna need a distraction.

SASHA
We...!?

Charlie does his "trademark" gesture.

INT. FOYER - POLICE STATION - DAY

Suddenly the front doors FLY OPEN and Sasha and Itchy CHARGE IN, David racing after them.

DAVID
Sasha, Itchy, come back here!

A BEAT later, Charlie blithely trots into the police station.

INT. POLICE SQUAD ROOM

Absolute mayhem. Sasha and Itchy BOUND from desktop to desktop, SPILLING coffee cups, KNOCKING OVER lamps, sending papers FLYING. Sweeny and McDowell are in pursuit.

DAVID (CONT)
Come back here!

Sasha scrambles over Connie's desk, knocking the box of handbills over. David's handbills fly everywhere and Connie jumps to her feet.

Nearby, Itchy has jumped up onto a filing cabinet and triggers the fire alarm/sprinkler system. An ALARM SOUNDS and WATER SPRAYS EVERYWHERE!

SWEENY
Where'd that kid come from?

David slams into Sweeny, who in turn falls back and sends a water dispenser CRASHING TO THE FLOOR!

McDowell skids across the wet floor on his belly, butts his head against a cabinet and ends up right beside Charlie, who sits quietly. Charlie reaches down, grabs McDowell's key chain from his utility belt and exits.

INT. LOST AND FOUND / POLICE STATION - DAY

McDowell watches as Charlie hops up onto his hind legs and uses the key to open the chain link fence. A moment later Charlie emerges. He is still on two legs, holding the Horn in one of his paws.

Charlie sees that McDowell is looking right at him. He TAKES, drops to all fours and pops the Horn in his mouth.

INT. SQUAD ROOM - ON MCDOWELL - DAY

Charlie trots passed McDowell with the Horn in his mouth. McDowell, unable to believe his eyes shakes his head.

Charlie races out of the squad room and we hear a WHISTLE. Sasha, Itchy and David all charge for the exit. David runs right passed Connie.

Connie TAKES. She grabs one of the handbills and checks his identity.

CONNIE
(to herself)
Oh my goodness...(calling out)
David!

David turns and stops. He sees Connie running towards him. She waves the handbill wildly.

Charlie, Sasha and Itchy wait at the front door. They bark.

CHARLIE/SASHA/ITCHY
(urgent barks)

David kicks it into gear and charges through the front doors with the dogs.

EXT. BACK ALLEY - DAY

David, Charlie, Sasha and Itchy take refuge in a back alley.

CHARLIE
You guys were FANTASTIC!
(tousling David's hair)
And you -- you'd make a great dog!

CONNIE (O.S.)
STOP!

They turn and see Connie burst through the station's front doors.

David retrieves his bike from the bushes.

DAVID
EVERYBODY GET ON!

Sasha JUMPS into the front basket, Charlie hops on back. Itchy is too slow and is left behind as David pedals away.

ITCHY
WAIT FOR ME!

Connie has to think fast and hops into a POLICE CRUISER parked nearby.

Itchy, hoping to jump onto David's bike, races towards a pediment, hops on top and launches himself into the air. But Itchy misjudges and, instead of landing on the bike, finds himself ON TOP of the police car, clinging to the top-lights as it SCREECHES around the corner.

ITCHY (CONT)
WHOAAAHHH!!

EXT. INTERSECTION - DAY

David speeds through a busy intersection, his eyes squeezed shut. HORNS BLARE and he barely misses getting mowed over by several cars.

SASHA
I thought guardian angels were supposed to PROTECT people!

CHARLIE
Hey, it's my first day on the job.

The patrol car bursts through the intersection, forcing several vehicles to SCREECH to a stop. Connie flicks on the SIREN.

Itchy's about a half inch away from the siren speaker and his eyes BUG OUT.

EXT. UNION STREET - DAY

David hits a lip in the road, goes SAILING through the air. The cop car hits the lip, SOARS through the air behind him.

ITCHY
Great, I'm gonna die TWICE in the same day.

David's bike SLAMS down and a moment later the car CRUNCHES down with an EXPLOSION OF SPARKS!

EXT. CHINATOWN - DAY

There's a Chinese parade wending its way through the streets of Chinatown. ORIENTAL MUSIC plays while exotic floats glide past. David comes BOMBING around the corner and PEOPLE SCATTER. He's heading straight for a line of men covered in a PAPER DRAGON.

CHARLIE
DAVID, WATCH OUT FOR THE --

There's a COLLISION and the dragon head end up on top of the bike.

CHARLIE (CONT)
...dragon.

Now it looks like a DRAGON is racing through the streets instead of a kid on a bike. The police car SCREECHES around the corner.

CONNIE(O.S.)
CLEAR THE STREET!

She accidentally RAMS INTO A GIANT TIGER FLOAT -- the tiger ends up on top of the police car.

EXT. NOB HILL PARK - DAY

The dragon speeds through Nob Hill park, the tiger close on its tail. We can hear Charlie inside the dragon head.

CHARLIE (O.S.)
Anyone else feel RIDICULOUS in this outfit?

PEOPLE picnicking on the grass SHRIEK and DIVE out of the way.

DAVID(O.S.)
Sorry! Coming through.

The beasts fly down a stone staircase, RATTLING violently as they go. Itchy BURSTS THROUGH the tiger's head, speaks with a vibrato voice.

ITCHY
I'm-gonna-get-you-for-this-Charlie!

EXT. LOMBARD STREET - DAY

The tiger chases the dragon down Lombard street, a.k.a. the windiest street in the world.

CHARLIE(O.S.)
Yahoooo! This is EXACTLY the sort of thing that never happens back in heaven.

We hear SCREECHING TIRES as the tiger rounds each corner.

XT. FISHERMAN'S WHARF - DAY

The dragon and the Tiger scoot through fisherman's wharf, DEMOLISHING displays of seafood, sending FISH FLYING EVERYWHERE! A man seated at an outdoor cafe, looks disapprovingly at the piping hot pizza before him.

MAN
Waiter, I ordered anchovies with this pizza.

A huge fish FLOPS down on top of the pizza.

A garbage truck backs out of an alley, the Tiger SKIDS to a stop and Itchy RIPS THROUGH THE PAPER, ROLLS underneath the truck. He comes out the other side where David has stopped to lift off the Dragon.

ITCHY
Charlie!

CHARLIE
Some fun, eh, Itch?

SASHA
Let's get David outta here!

The three dogs follow David as he peddles furiously down the street. As they CLEAR FRAME, we SEE ALCATRAZ in the BG, out in the middle of the bay.

EXT. ALCATRAZ - TIGHTER ANGLE - DAY

We see the shores of Alcatraz Island, the foreboding prison rising out of the treacherous landscape.

CARFACE (O.S.)
You're gonna love this place, boss. Let me point out some of the features.

INT. ALCATRAZ PRISON - DAY

It's a cavernous, dungeon-like place with dingy cells and putrid water DRIPPING from corroded catwalks. There are multiple levels of cells.

There, on the upper most level, a cell door CREAKS open to reveal Red and Carface. As Carface continues, Red grabs a RAT from one of the rusty railings.

CARFACE (CONT)
It's everything you wanted. Great location, lottsa room, tight security.

Red holds the rat out to Carface.

RED
Wanna go halfers?

Carface shakes his head "no". Red shrugs his shoulders.

RED (CONT)
Your loss.

Red DROPS the rat in his mouth. CRUNCH, CRUNCH, CRUNCH.

RED (CONT)
Little chewy.

CARFACE
(regaining his composure)
This place was home to some great pedigrees...

Carface proceeds to point out specific cells.

CARFACE (CONT)
Capone, "Machine Gun" Kelly...

RED
Alright already, sold.

Red swallows his rodent delicacy.

CARFACE
Then I did good?

Red pats Carface on the head and pulls a BONE from his mouth. He drops it into Carface's hand.

RED
Yeah, have a bone.

Red gestures grandly as he looks down into the levels of cells.

RED (CONT)
Look at it, Carface. All those cells filled with dogs; can you see them?

CARFACE
(playing along)
Uh, yeah...sure.

RED
And me blowing Gabriel's Horn!
Can you hear it?

CARFACE
Sure. Play it, boss. Play it!

RED
And then the grand finale.

CARFACE
Uh, that ain't comin' through
so clear.

RED
Oh, it will. (cackles)

Red throws his paws in the air -- LIGHTNING SHOOTS UP through the broken skylight and DARK CLOUDS CHURN in the sky.

EXT. FISHERMAN'S WHARF - LATE AFTERNOON

Charlie and Itchy are moving on all fours among the nets, traps and other fishing paraphernalia lining the wharf. Charlie holds the Horn in his mouth.

ITCHY
What are we waitin' for,
Charlie? We got the Horn,
let's wing it back to heaven!

Charlie puts the Horn down, turns to Itchy.

CHARLIE
Give it a rest, Itch. Sasha
is this close to coming
around. We can spare a little
more time.

ITCHY
At least let's put it in a
safe place.

CHARLIE
Way ahead of you, pal.

Charlie looks around the dock and spots something -- an empty CRAB TRAP with a length of rope attached. He places the Horn in the trap and gently knocks it overboard. It hits the water KERSPLASH, and sinks out of sight. Just then there's a clap of thunder. Itchy and Charlie look up at the blackening skies.

EXT. WHARF BOULEVARD - MOMENTS LATER

Charlie and Itchy join David and Sasha. The wharf area is bustling with tourists patronizing the shops and bistros. There's lots of traffic.

SASHA
Could you guys have been any slower? It's getting late and David's freezing.

THUNDER RUMBLES, everybody looks up at the dark sky. David abruptly SNEEZES and shivers.

CHARLIE
Guess you shoulda packed some clothes before running away, huh?

David rubs his arms to keep warm.

DAVID
(shivering)
I'm okay...

CHARLIE
C'mon, let's get you something warm to wear.

David moves to a storefront displaying an assortment of coats and jackets. Charlie puts his forepaws against the glass and also admires the clothes.

CHARLIE
Hold on. You got money?

DAVID
No...

CHARLIE
Then we gotta shop on the street.

EXT. ALLEY - CONTINUOUS

Charlie leads everyone into the alley where he dives into a DUMPSTER. After a BEAT he emerges holding a HALF EATEN SANDWICH.

CHARLIE (CONT)
With a dumpster on every corner, *al fresco* dining is never a problem.

David makes a face: "That's disgusting".

Charlie sniffs the sandwich and grimaces then throws it away. He reaches down into the garbage and pulls out a dirty old BOOT. The sole flops up and down.

CHARLIE (CONT)
Can I interest "sir" in this fine, footwear?!

DAVID
(giggles)

Charlie disappears once again, then reappears.

CHARLIE
What was *monsieur* shopping for again?

ITCHY/SASHA
Something WARM!

THUNDER CLAP.

CHARLIE
Ah, but of course...

Charlie disappears back into the garbage.

CHARLIE (CONT)
Something warm, cozy...and let us not forget -- fashionable.

David CRACKS UP. Sasha is pleased to see him so happy -- that is until Charlie jumps out of the dumpster holding a tattered and soiled TABLE CLOTH. Charlie drapes the cloth over David's head.

DAVID
Hey!

SASHA
Charlie...!

CHARLIE (CONT)
It'll fit...after a few alterations. No extra charge.

Charlie rests his paws on David's shoulders, leans forward and rips a hole in the center of the cloth. The cloth drops over David's head like a pancho. David scowls and sniffs.

DAVID
(sniffs) Hey, this thing stinks.

CHARLIE
It's better than getting your fur wet.

Charlie tousles David's hair.

DAVID
Thanks, Charlie.

David gives Charlie a hug. None of this is lost on Sasha.

CHARLIE
Hey, hey. Just doing my job.

EXT. STREET - CHARLIE, DAVID, SASHA & ITCHY - A BIT LATER

David navigates as he looks at the handbill.

SASHA
What were you like before you were an angel, Charlie?

CHARLIE
A bit of a devil.

SASHA
Why am I not surprised.

DAVID
Hey, according to this, the Magic Show should be right here!

Itchy looks up and REACTS.

ITCHY
It is...!

UP ANGLE - ON BANNER (ITCHY'S POV)

We see a TATTERED BANNER, featuring the same graphics as David's handbill is suspended across the street. The banner reads: "GAMBINO'S TRAVELING MAGIC SHOW".

Everyone turns but all they see is a VACANT LOT littered with popcorn boxes, and assorted rubbish.

ITCH
Or was....

David is devastated. His shoulders sag and he is near tears.

DAVID
Where am I gonna go NOW?!

THUNDER BOOMS and RAIN STARTS POURING. With this sudden downpour, the streets empty of people.

SASHA
Over there!

They all hurry under an awning. They huddle there against the rain and cold. They look miserable.

DAVID
(sneezes)

SASHA
David, we have to get you home.

DAVID
I said I'm NOT going back! Not ever!

Tears start rolling down his cheeks.

Itchy tries to break the moment.

ITCHY
Anyone else hungry?

CHARLIE
How about that place?

Charlie indicates the restaurant across the street. David follows Charlie's glance to the window of the restaurant. There's a little GIRL seated between her MOTHER and FATHER, slurping up a seemingly endless string of spaghetti. David seems captivated by the scene.

Itchy exits to the restaurant and Charlie sidles up to David.

CHARLIE (CONT)
What do you think of running away now, David?

DAVID (CONT)
It's not fair. I'm cold and hungry with no place to go. This isn't supposed to happen to a little kid.

CHARLIE
No, that's why your parents are there for you.

DAVID
Not both of them. My new mom doesn't love me.

SASHA
How do you know?

DAVID
She told me she wants a baby of her own.

Sasha and Charlie share a look.

CHARLIE
David, if you'd come from a large litter like me, you'd know that parents can love more than one pup. Maybe your new mom didn't know how to tell you that. I bet you ten-to-one if you went home right now, and gave her another chance you'd see I'm right.

ITCHY (O.S.)
I'll take those odds.

Itchy ENTERS with a couple plates of ITALIAN FOOD. Charlie puts an arm around David's shoulder.

CHARLIE
What do you say, kiddo?

DAVID
Take me home, Charlie.

CHARLIE
I'll get you there safe and sound, kid. I promise.

Sasha catches Charlie's eye. She gives him a tender smile.

CHARLIE
(to David)
But you're hungry, eat first.

ITCHY
You gotta try this ravioli!

David joins Itchy.

ITCHY
You like pesto?!

Sasha approaches Charlie, overwhelmed.

SASHA
Charlie B. Barkin, you really are an angel.

CHARLIE
Just don't let it get around, okay?

Charlie and Sasha sing a LOVE SONG. The theme of the song involves appearances and getting beyond them. You must discover the true person before falling in love with them.

At the END OF THE SONG, Sasha hesitates, then closes her eyes and leans forward to kiss Charlie. He closes his eyes then suddenly starts FADING.

SASHA
Charlie?!

CHARLIE
(dreamy)
Mmmm?

SASHA
You're DISAPPEARING!

He looks at his transparent paw.

CHARLIE
No, no...not now!

SASHA
What's happening?!

Now Itchy starts fading too.

CHARLIE
(panicking)
The COLLARS! It's SUNSET!

Charlie and Itchy both VANISH. Both David and Sasha look distraught.

DAVID
CHARLIEEEE!!

EXT. RED'S CURIO'S - NIGHT

Night has fallen. The rain slicked streets GLITTER with the lights of the city.

INT. RED'S CURIO'S - NIGHT

Red has transformed back into a grizzled old dog. He's sitting at a table, playing cards with Carface.

RED
Got any sixes?

CARFACE
Go fish. (beat) Got any Jokers?

ITCHY (O.S.)
(sneeze)

Suddenly Charlie and Itchy rush through the door.

CHARLIE
Red, you gotta help me!

RED
(rising)
Anything Charlie, just name it.

CHARLIE
We need another couple of hours on the collars!

RED
Oh, I'm afraid that's not possible.

CHARLIE
Why not?!

RED
The first few hours are free, after that you have to buy them.

CHARLIE
But what am I gonna give ya, dog biscuits? I'm broke.

RED
Sorry, store policy.

ITCHY
(sneezes) No offense, but you really need to dust more often, pal.

CHARLIE
Look, there must be SOMETHING we can work out!

RED
Not unless you have something of value.

Charlie thinks a moment. Itchy knows EXACTLY what Charlie is thinking.

ITCHY
NO, Charlie!

CHARLIE
(to Itchy)
I've got to keep my promise to David.
(to Red)
I've got a Horn.

RED
(ears perking up)
Horn?

CHARLIE
Pure gold.

Red thinks it over a moment.

RED
Well, son...
(offering his paw)
You got yourself a deal.

ITCHY
No, Charlie! Don't!

CHARLIE
(sotto, to Itchy)
I know what I'm doing.

Charlie takes Red's paw and they shake. Their hands seem fused together as we HEAR a CRACKLE and SEE a WHISP OF SMOKE rise from their clasp.

RED
(cackles)

CHARLIE
Somethin' funny?

As Red continues shaking, he TRANSFORMS BACK INTO THE GIANT, DEVIL CAT! Charlie and Itchy look at him in stunned silence.

RED
What's the matter, Charlie? CAT got your tongue?!

ITCHY
(three sneezes, mounting in size)

RED
I'm a servant of the abominable one himself. And YOU, my little angel, have just had your wings clipped!

CHARLIE
You TRICKED me!

RED
That's how I do business. (cackles) Now be a good little bow-wow, and fetch me that Horn.

Charlie hesitates. Red draws up to his full, imposing size.

RED (CONT)
GO!!!

He ROARS LIKE A LION AND A FIREBALL ROLLS OUT! Charlie and Itchy scramble out the door.

EXT. EMPTY LOT - NIGHT

David and Sasha are still at the empty lot, both of them looking heartbroken.

DAVID
What do you think happened to them, Sasha?

Sasha glances up at the stars, an anguished glint in her eyes. David follows her gaze.

CHARLIE(O.S.)
Sasha...David!!

David and Sasha both turn to see Charlie and Itchy running toward them.

DAVID
(thrilled)
You're back!

David rushes up and throws his arms around them.

DAVID (CONT)
We thought you went back to heaven!!

CHARLIE
Not before I get you home safe and sound.

Charlie approaches Sasha and a there's an electric moment between them.

SASHA
Charlie... I...

CHARLIE
It's good to see you again, too.

ITCHY
Charlie, you gave up the Horn.

CHARLIE
You know me better than that. I'm not giving it to that fire-breathing furball!

ITCHY
But he said --

CHARLIE
Hey, he's a cat. They're always blowing off at the mouth. That Horn is going back to heaven with US! Now let's move!

Suddenly Carface JUMPS DOWN from the roof of a parked car and SNATCHES David.

CARFACE
I had a feeling you might try to double-cross us.

CHARLIE
Leave David out of this!

CARFACE
You've got ONE hour to bring the Horn to Alcatraz. Otherwise, junior here is shark-bait.

Carface rushes off with David in his clutches.

DAVID
Help me, CHARLIEEE!!

Charlie starts after him, Sasha holds him back.

SASHA
No, Charlie! He'll only hurt David.

Charlie watches Carface and David disappear, a wretched look on his face.

CHARLIE
What have I done?!

EXT. ALCATRAZ - NIGHT

We see Alcatraz, with the glistening lights of San Francisco in the b.g. A fierce wind HOWLS, waves CRASH onto the jagged shores.

INT. MAIN PRISON - NIGHT

David is locked up in a cell, Carface is watching over him. Red paces impatiently.

RED
So where is he?! He should BE here by now!

CARFACE
You know what they say, boss. Patience is a --

Red swings his paw -- a LIGHTNING BOLT SHOOTS OUT, EXPLODING by Carface's feet.

CARFACE (CONT)
Uh, maybe he's stuck in traffic.

DAVID
(to Carface)
You should be ASHAMED of yourself! What kind of dog are you, selling yourself out to some roly-poly CAT?!

RED
Roly poly?! (hisses) I'll have your tongue, boy!

CHARLIE(O.S.)
Let him go!

Red looks up as Charlie descends the stairs, holding Gabriel's Horn.

RED
The Horn!

Charlie sets the Horn down in front of Red and steps back.

Red nods to Carface, who opens the cell holding David.

As Red SNATCHES the Horn, Charlie bounds into the cell to David.

RED
(delirious)
MINE! Gabriel's Horn is finally MINE!!

David hugs Charlie.

DAVID
I knew you'd save me, Charlie.

CHARLIE
We gotta run for it.

Charlie and David run for the cell door, which is swinging closed. They make it through the door in the nick of time. As Charlie and David rush out, we see David's Magic Show Photo FLY OUT of his pocket and FLOAT through the air.

Carface moves to chase Charlie and David, but Red stops him.

RED
Let 'em go. I have what I want.

Red puts the Horn to his lips and starts playing -- a HAUNTING SOUND pours forth. As he plays the night sky begins CHURNING WITH THUNDERCLOUDS.

EXT. HEAVEN - NIGHT

We see the refined POODLE playing her HARP -- WHOOSH, she's suddenly VACUUMED DOWN through the clouds!

EXT. ABBEY ARCADE - NIGHT

We see the dogs polishing halos. Suddenly the CLOUDS OPEN and they're PROPELLED DOWNWARD.

EXT. HEAVEN CHOIR - NIGHT

We see the canine choir, SINGING A CANTATA. As the vortex WRENCHES them downward, their Cantata transforms into a CHORUS OF SHRIEKS.

EXT. HEAVEN ROAD - NIGHT

We see Anabelle, clinging desperately to a golden fire hydrant, trying to resist the force.

ANABELLE
CHARLIE, WHAT HAVE YOU DONE?!

EXT. ALCATRAZ - NIGHT

The water surrounding Alcatraz SEETHES WITH WHITECAPS. DOGS PLUMMET out of the BLISTERING SKY, all of them heading straight for the prison.

INT. PRISON - NIGHT

Red prances about with delight as the dogs are sucked down into the prison and JETTISONED into the empty cells.

EXT. ALCATRAZ WHARF - NIGHT

Charlie is standing on the wharf, David, Itchy and Sasha are aboard a fishing boat. All of them watch the apocalypse in horror.

CHARLIE
This is all my fault. I should've fetched the Horn like I was SUPPOSED to.

SASHA
There must be SOME way to stop this!

Charlie looks at the group a moment, then pushes the boat off.

CHARLIE
(to Sasha)
Get David home safely.

DAVID
CHARLIE, WHAT'RE YOU DOING?!

ITCHY
WAIT FOR ME!

Itchy LEAPS out, barely makes it to the wharf.

INT. MAIN PRISON - NIGHT

The cells continue FILLING UP with dogs, doors CLANGING shut behind them. Carface comes running down the stairs towards Red.

CARFACE
Charlie's coming back!

RED
Is that right?

Red rubs his paws together deviously. He spots David's Magic Show handbill on the ground, picks it up.

INSERT - WE SEE THE MAGICIAN

with the Princess to his left and the Dark Knight to his right.

RED

bunches the flyer up, HURLS it to the ground. There's a FIERY ERUPTION -- when the SMOKE CLEARS we see a HERCULEAN KNIGHT, wearing a suit of black armor and mounted on a stalwart, BLACK STALLION. The horse WHINNIES as he and the Knight LEAP through the wall.

EXT. ALCATRAZ WHARF - NIGHT

Charlie and Itchy are hurrying up the wharf. There's a loud CLATTER OF HOOF BEATS and they look up to see the Black Knight galloping toward them.

CHARLIE
Watch your back, Itch.

The Knight bares down on them, his sword poised to strike. Charlie and Itchy bound out of the way as the sword SEVERS a pylon in half. The horse WHINNIES, REARS UP on its hind legs. The boys bolt up the pier, the stallion galloping after them.

CHARLIE (CONT)
You okay?

ITCHY
Great. Never better. We should really do this more often.

The dogs somehow manage to dodge the Knight's lethal BLOWS as they scurry off the pier and hasten up a rocky path. Charlie narrowly escapes a blow, TRIPS, goes TUMBLING. The Knight pulls in the reigns and the horse BUCKS VIOLENTLY, KICKING CHARLIE THROUGH AIR.

ITCHY
CHARLIE!!

Charlie SLAMS into a wall, DROPS to the ground, stunned. He manages to get back on his feet, although he's not looking too stable. The Knight closes in.

CHARLIE
All right, Tinman.

Charlie glances around, his eyes settling on a large floodlight.

CHARLIE (CONT)
You wanna play dirty, you came to the right table.

Charlie hurries toward the light. The Knight swoops down on him, his sword raised. He swings with all his might, Charlie dodges the blow and the sword SLASHES into the light post.

There's a FLURRY OF SPARKS -- SCINTILLATING WEBS OF ELECTRICITY DANCE up the sword and the Knight LIGHTS UP WITH AN ELECTROMAGNETIC CHARGE. KABLOOOOOOOOOOOOM!! The Knight is OBLITERATED IN A CATACLYSMIC EXPLOSION!

CHARLIE
Guess this rules out a re-match.

ITCHY
Beautiful, Charlie!
Beeeeutiful!

Charlie turns toward the main prison.

CHARLIE
Now to deal with that double-crossing feline!

They hurry off.

INT. PRISON - NIGHT

Charlie and Itchy come charging down the stairs.

RED
Welcome to Red's Cabaret, boys! You're just in time for the grand finale.

We hear a RUMBLING sound and the earth begins to RATTLE and SHAKE. Red BLOWS the Horn some more.

EXT. ALCATRAZ - NIGHT

The island SHUDDERS as it starts to SINK INTO THE BAY.

INT. PRISON - NIGHT

The imprisoned dogs HOWL as Red prances about rapturously.

RED (CONT)
Buckle up, everybody! You're in for a hot time tonight.

Charlie TACKLES Red and they ROLL across the floor, TRADING BLOWS. Carface hurries over.

ITCHY
Not so fast!

Itchy POUNCES on Carface. Now all four animals BATTLE IT OUT.

DAVID(O.S.)
Hang on, Charlie!

David and Sasha come flying down the stairs and now they too get in on the fray. David gets a fist-full of Red's whiskers.

DAVID (CONT)
Are these real?

He YANKS them out.

RED
YEEOOWWCCHH!!

DAVID
Yep.

Sasha CHOMPS down on Red's tail.

RED
YEEOOWWCCHH!!

Red HISSES.

RED (CONT)
ENOUGH OF THIS!

He ROARS and FLAMES BURST out of his mouth.

CHARLIE
Everybody take cover!

David and Sasha scramble behind a wall while Charlie heads behind some crates. Red ROARS again and the crates are INCINERATED, exposing Charlie. He smiles sheepishly.

CHARLIE (CONT)
Busted.

Carface breaks free of Itchy, TACKLES Charlie. The two of them TUMBLE into a cell, disappearing from sight.

EXT. ALCATRAZ - NIGHT

Alcatraz is now half SUBMERGED. The waves are starting to LAP at the prison buildings.

INT. PRISON - NIGHT

Water POURS IN. The imprisoned dogs BARK and YOWL as they try to break free.

DAVID
Charlie, we're SINKING!

Itchy charges Red and the enormous cat SWATS him, sends him HURTLING into a wall. He slides to the floor, stunned. Red faces Sasha and David and Sasha instinctively stands in front of the boy.

SASHA
GRRRRRRR

Red ZAPS the floor -- there's a tremendous RUMBLE as the ground CRACKS OPEN, revealing a deep abyss with FLAMES RAGING far below. The ground SHAKES, KNOCKING David and Sasha into the opening. Sasha hangs on to the ledge with one paw, David in turn, dangles from Sasha's tail.

SASHA (CONT)
CHARLIE, HEEEELP!!!

Red looms over Sasha, raises his foot up.

RED
Going down!

SASHA
CHARLIEEEE!!!

Red is about to finish Sasha and David off when Carface suddenly appears.

CARFACE
Red, Charlie's all yours!

RED
Where?!

CARFACE
(pointing)
Behind those barrels. Throw me the Horn and finish him off!

Red hesitates, then TOSSES Carface the Horn, crosses to the barrels.

RED
No use hiding, Charlie.

Carface lifts the Horn to his lips and BLOWS for all he's worth. A HARMONIOUS SOUND pours forth! Red pivots, his eyes filled with rage.

RED (CONT)
WHAT'RE YOU DOING?!

All of the cell doors FLING OPEN and the dogs start ASCENDING back through the skylight.

RED
NOOOOOOOOOO!!!

Now Carface miraculously TRANSFORMS into Charlie.

RED
(stunned)
You TRICKED ME!!

CHARLIE
That's how I do business.

EXT. SKY - NIGHT

We see hundreds of dogs SOARING UP THROUGH THE CLOUDS.

EXT. ALCATRAZ - NIGHT

Alcatraz RISES out of the bay, water CASCADING down its rocky slopes. The RAGING SEAS settle and the DARK CLOUDS melt away.

INT. PRISON - NIGHT

Charlie pulls Sasha and David out of the abyss as Red charges toward him.

RED
YOU'RE GOING TO PAY FOR THIS!

CHARLIE
I almost did, pal.

Suddenly there's a TREMOR and Red is PITCHED INTO THE OPENING.

RED
NOOOOOOOOOOoooooo.....

There's another TREMOR and the crack SEALS UP. Itchy rises, wobbling slightly.

ITCHY
What'd I miss?!

CHARLIE
Easy, Itch. It's all under control.

Now Carface emerges from the cell.

CARFACE
What happened?! Where's Red?!

CHARLIE
Back where he belongs.

Carface points to the ground.

CARFACE
You mean?...
(Charlie nods)
Yeah, well, (ptui) good riddance.

CHARLIE
Say, Carface, what did you give Red for your collar?

Carface tugs at his collar.

CARFACE
Stupid cat. He wanted my shoes or something. But I don't wear shoes! Ha ha!

Suddenly a CRACK appears in the ground and RED pops halfway out, bathed in the light from the fires of hell. He grabs Carface BY THE LEG.

RED
You stupid mongrel, it was your soul!

CARFACE (CONT)
LEMME GO!! Blasted, rotten, stupid...!

Red pulls Carface down through the opening -- the crack SEALS UP AGAIN. Suddenly a SHAFT OF LIGHT APPEARS from above.

CHARLIE
Uh, oh!

Anabelle MATERIALIZES within the light.

ANABELLE
Hello, Charlie.

Sasha's eyes narrow.

SASHA
Who's this?!

CHARLIE
Sasha, uh, meet Anabelle. She's sort of my boss.

ANABELLE
You've done well Charlie. Now it's time to leave.

CHARLIE
But Annie --

ANABELLE
Say good-bye to your friends.

Charlie hesitates, then turns to Sasha and David.

CHARLIE
You take care, kid, I'll always watch over you.

David and Sasha look crestfallen. David throws his arms around the dogs.

DAVID
I'm really gonna miss you guys.

Charlie tousles David's hair. Sasha looks at Itchy and then at Charlie.

SASHA
Charlie...I...

She kisses him. It goes on and on and on.

ANABELLE
Ahem!

Charlie and Sasha finally separate, both of them looking lovestruck.

CHARLIE
...Maybe one day we'll meet again.

A huge tear rolls down Sasha's cheek. Charlie and Itchy take off their collars. They drop to the ground and vaporize. Charlie and Itchy start to RISE, gradually fading to invisibility.

DAVID
Good bye, Charlie! Good bye, Itchy!

Sasha and David wave as Charlie and Itchy FLOAT UP AND OUT through the skylight.

EXT. HEAVEN - MORNING

Charlie and Itchy are inside the Acropolis, a HUGE GATHERING OF DOGS surrounding them. Charlie sets the Horn back on the alter and a GREAT CHEER GOES UP. Everybody starts TALKING all at once. Charlie heaves a DESPONDENT SIGH.

CHARLIE
You know what I wish.
(beat)
I wish I could have another go around. Another chance to do it all over again.

Anabelle studies him a beat.

ANABELLE
You know what they say.
Sometimes wishes DO come true.

Charlie turns to her.

ANABELLE (CONT)
You've done a wonderful deed.
(beat)
I think it deserves a reward.

CHARLIE
You mean?!...

ANABELLE
You've been given a second chance. Just don't blow it.

CHARLIE
Itchy, you hear that?! We're going BACK!

ITCHY
Not me, Charlie. Nothing personal, but I need a rest.

Charlie gives him a hug.

CHARLIE
Take care of yourself, buddy.

Anabelle waves her paw -- a CHURNING TORNADO materializes, SWEEPS CHARLIE UP. He SURGES DOWN through the clouds.

EXT. DAVID'S HOUSE - MORNING

David and Sasha are walking up to a quaint Victorian house overlooking the bay. Sasha suddenly stops, a curious look on her face.

SASHA
Do you hear something?

CHARLIE (O.S.)
INCOMING!

Suddenly a SWIRLING TORNADO appears and Charlie CRASH LANDS before them.

DAVID/SASHA
CHARLIE!!?

CHARLIE
Looks like I got another lease on life.

David and Sasha throw their arms around him. Sasha smothers him with kisses.

CLAIRE (O.S.)
David...!? Thom, David's home!

David turns to see his stepmother silhouetted in the open doorway of their home. Claire runs up to him, drops to her knees and hugs him as tight as she can.

CLAIRE
I'm so sorry if I hurt you. Please give me another chance.

DAVID
Then you love me?

CLAIRE
Of course, you'll always be my first child.

David returns her hug. Thom ENTERS and hugs David as well.

THOM
David, thank goodness you're safe! Someone must have been watching over you!

DAVID
As a matter of fact, these two dogs...

CHARLIE (O.S.)
(barks)

David looks over at Charlie, who raises his paw and gestures for him to "shoosh".

DAVID (CONT)
Maybe I'll tell you some day.

David and his parents enter their home, leaving the door open. BEAT. David's silhouette appears and WHISTLES.

DAVID
Come on Sasha, Charlie!

SASHA
(to Charlie)
Be honest. You sure you want to settle down?

CHARLIE
With you? It'll be heaven.

They head into the house, the door closing behind them.

FADE OUT.

THE END